

Hearing Date: June 18, 2014 at 10:00 a.m. (Eastern)
Objection Deadline: June 2, 2014 at 4:00 p.m. (Eastern)

CURTIS, MALLET-PREVOST,

COLT & MOSLE LLP

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Steven J. Reisman

Theresa A. Foudy

Maryann Gallagher

*Conflicts Counsel for the Debtors and
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Case No. 12-12020 (MG)
: :
RESIDENTIAL CAPITAL, LLC, et al.¹ : Chapter 11
: :
Debtors. : Jointly Administered
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**NOTICE OF AMENDED SUMMARY OF THE FIFTH INTERIM AND FINAL
APPLICATION OF CURTIS, MALLET-PREVOST, COLT & MOSLE LLP, AS
CONFLICTS COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION**

PLEASE TAKE NOTICE that on March 3, 2014, Curtis, Mallet-Prevost, Colt & Mosle LLP (“Applicant”) filed the *Fifth Interim and Final Application of Curtis, Mallet-Prevost, Colt & Mosle LLP, as Conflicts Counsel to the Debtors and Debtors in Possession, for Allowance and Payment of Compensation for Professional Services Rendered and for Reimbursement of Actual and Necessary Expenses Incurred from May 14, 2012 Through and Including December 17, 2013* [Docket No. 6588] (the “Application”).²

PLEASE TAKE FURTHER NOTICE that since the filing of the Application, the Applicant has had discussions with representatives of the Liquidating Trust (the “ResCap

¹ The names of the Debtors in these cases and their respective tax identification numbers are identified on Exhibit 1 to the *Affidavit of James Whitlinger, Chief Financial Officer of Residential Capital, LLC, in Support of Chapter 11 Petitions and First Day Pleadings* [Docket No. 6].

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Application.

Liquidating Trust") formed pursuant to the Chapter 11 Plan confirmed in the above-captioned Chapter 11 Cases as well as with representatives from the United States Trustee for Region 2 (the "U.S. Trustee") regarding the fees requested in the Application. As a result of these discussions, and as an accommodation to the ResCap Liquidating Trust and the U.S. Trustee, and to resolve any potential objections by these parties to the Application, the Applicant has agreed to provide to the Debtors and their estates a reduction in the amount of \$110,000 of fees incurred by Applicant's professionals during the Compensation Period in the form of a reduction in the amount of Holdback payments sought for the Fifth Interim Fee Period.³ This accommodation results in a reduction in total compensation and expenses requested in the Application from \$10,011,761.74 to \$9,901,761.74, and is reflected in the amended Summary of the Application attached hereto (the "Summary"). This change is incorporated into the Application and all exhibits thereto by reference.

PLEASE TAKE FURTHER NOTICE that attached hereto are: (i) an amended and restated Summary; (ii) an amended Exhibit E to the Application; and (iii) an amended Exhibit F to the Application to reflect this accommodation.

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³ This sum is inclusive of a \$4,400 reduction in fees requested in the Application, as agreed with the U.S. Trustee.

PLEASE TAKE FURTHER NOTICE that a copy of this notice was served on
(i) the U.S. Trustee; (ii) counsel for the Post-Effective Date Debtors; (iii) former counsel for the
Creditors' Committee; (iv) the ResCap Liquidating Trust; and (v) counsel for the ResCap
Liquidating Trust.

Dated: June 2, 2014
New York, New York

/s/ Steven J. Reisman

Steven J. Reisman
Theresa A. Foudy
Maryann Gallagher

CURTIS, MALLET-PREVOST, COLT & MOSLE LLP
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*Conflicts Counsel to the Debtors and
Debtors in Possession*

**AMENDED SUMMARY OF THE FIFTH INTERIM AND FINAL APPLICATION OF
CURTIS, MALLET-PREVOST, COLT & MOSLE LLP, AS CONFLICTS COUNSEL TO
THE DEBTORS AND DEBTORS IN POSSESSION, FOR ALLOWANCE AND
PAYMENT OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED
AND FOR REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES
INCURRED FROM MAY 14, 2012 THROUGH AND INCLUDING DECEMBER 17, 2013**

Name of Applicant: Curtis, Mallet-Prevost, Colt & Mosle LLP

Authorized to Provide Professional Services to: Residential Capital, LLC, et al.
Debtors and Debtors in Possession

Date Case Filed: May 14, 2012

Date of Retention: July 16, 2012 *Nunc Pro Tunc* to
May 14, 2012 [Docket No. 781]

Period for Which Final
Approval of Compensation
and Reimbursement is Sought: May 14, 2012 Through and Including
December 17, 2013

Period for Which Interim and Final
Approval of Compensation and
Reimbursement is Sought: September 1, 2013 Through and Including
December 17, 2013

Amount of Compensation Sought for the Fifth
Interim Fee Period as Actual, Reasonable and
Necessary: \$3,942,109

Amount of Expense Reimbursement Sought for the
Fifth Interim Fee Period as Actual, Reasonable and
Necessary: \$30,505.36

Total Compensation and Expense Reimbursement
Requested for the Fifth Interim Fee Period: \$3,972,614.36

**Total Compensation and Expense
Reimbursement Originally Requested for the
Compensation Period:** **\$10,011,761.74**

**Total Compensation and Expense
Reimbursement Currently Requested for the
Compensation Period:** **\$9,901,761.74**

| | |
|---|-----------------------------------|
| Total Compensation and Expenses Previously Requested and Awarded: | <u>\$6,052,061.38¹</u> |
| Blended Rate of Professionals and Paraprofessionals for the Fifth Interim Fee Period: | <u>\$491.82</u> |
| Blended Rate of Professionals for the Fifth Interim Fee Period: | <u>\$513.93</u> |
| Blended Rate of Professionals and Paraprofessionals for the Compensation Period: | <u>\$495.31</u> |
| Blended Rate of Professionals for the Compensation Period: | <u>\$513.35</u> |

This is a(n): monthly interim X final application.

Summary of Applications for Prior Interim Fee Periods

| Interim Fee Period | Fees Requested | Fees Allowed | Fees Held Back | Fees Paid | Expenses Requested | Expenses Paid |
|-------------------------------|----------------|----------------|----------------|-----------------------------|--------------------------|---------------|
| May 14, 2012 – Aug. 31, 2012 | \$496,548.50 | \$486,689.25 | \$0 | \$485,939.25 ² | \$3,093.40 | \$3,092.50 |
| Sept. 1, 2012 – Dec. 31, 2012 | \$623,725.50 | \$617,369.55 | \$0 | \$616,548.05 | \$2,137.20 | \$2,137.20 |
| Jan. 1, 2013 – Apr. 30, 2013 | \$1,480,650.00 | \$1,474,121.50 | \$147,412.15 | \$1,326,709.35 ³ | \$3,085.90 | \$3,085.90 |
| May 1, 2013 – Aug. 31, 2013 | \$3,456,395.50 | \$3,450,395.50 | \$345,039.55 | \$3,104,992.46 | \$15,169.08 ⁴ | \$15,165.96 |

¹ See Order Granting Applications for Allowance of Interim Compensation and Reimbursement of Expenses [Docket No. 2530]; Order Granting Applications for Allowance of Interim Compensation and Reimbursement of Expenses [Docket No. 3556]; Order Granting Applications for Allowance of Interim Compensation and Reimbursement of Expenses [Docket No. 5205]; Order Granting Applications for Allowance of Interim Compensation and Reimbursement of Expenses [Docket No. 6193].

² At the request of the Debtors, Curtis reduced one of its invoices attributable to the First Interim Fee Period by \$750. In accordance with this adjustment, Curtis has reduced the corresponding amount applied on account of the First Interim Fee Period.

³ In the Third Interim Compensation Order, the Court allowed Curtis' fees in the amount of \$1,474,121.50 subject to a holdback amount equal to ten percent (10%), or \$147,412.15.

⁴ After the close of the Fourth Interim Fee Period, Curtis reduced expenses associated with one of its invoices by \$3.12. Curtis has reduced the corresponding amounts requested in the Application accordingly.

**Summary of Monthly Fee Statements During the Fifth Interim Fee Period
(September 1, 2013 Through and Including December 17, 2013)**

| Date Served | Compensation Period | Requested Fees | Requested Expenses | Fees Paid | Expenses Paid | 20% Holdback |
|---|----------------------|-----------------------|--------------------|-----------------------|--------------------|---------------------|
| Dec. 19, 2013 | 9/1/2013-9/30/2013 | \$942,955.50 | \$5,906.37 | \$754,364.40 | \$5,906.37 | \$188,591.10 |
| Jan. 21, 2014 | 10/1/2013-10/31/2013 | \$1,505,625.00 | \$11,384.55 | \$1,204,500.00 | \$11,384.55 | \$301,125.00 |
| Feb. 20, 2014 | 11/1/2013-11/30/2013 | \$1,376,782.00 | \$7,614.49 | \$1,101,425.60 | \$7,614.49 | \$275,356.40 |
| Mar. 3, 2014 | 12/1/2013-12/17/2013 | \$116,746.50 | \$5,599.95 | \$93,397.20 | \$5,599.95 | \$23,349.30 |
| TOTAL: | | \$3,942,109.00 | \$30,505.36 | \$3,153,687.20 | \$30,505.36 | \$788,421.80 |
| TOTAL LESS ACCOMMODATION AT REQUEST OF LIQUIDATING TRUST & U.S. TRUSTEE: | | N/A | N/A | N/A | N/A | \$678,421.80 |

**Summary of Hours Billed by Professionals and Paraprofessionals
During (I) the Fifth Interim Fee Period (September 1, 2013 Through and Including
December 17, 2013) and (II) the Compensation Period
(May 14, 2012 through and including December 17, 2013)**

| Name | Department and Year Admitted (NY) | Hourly Billing Rate | Fifth Interim Fee Period (9/1/13 – 12/17/13) | | Final Compensation Period (5/14/12 – 12/17/13) | |
|--------------------|--|---------------------|--|------------------------------|--|------------------------------|
| | | | Total Hours Worked | Total Compensation Requested | Total Hours Worked | Total Compensation Requested |
| PARTNERS | | | | | | |
| Jacques Semmelman | Litigation Admitted in 1984 | \$860 | 254.70 | \$219,042.00 | 254.70 | \$219,042.00 |
| Steven J. Reisman | Restructuring and Insolvency Admitted 1991 | 830 | 204.70 | 169,901.00 | 990.70 | 822,281.00 |
| Turner P. Smith | Litigation Admitted 1981 | 830 | 1.20 | 996.00 | 65.80 | 54,614.00 |
| Valarie A. Hing | Corporate Admitted in 1994 | 800 | 39.20 | 31,360.00 | 39.20 | 31,360.00 |
| Andrew H. Seiden | Corporate Admitted in 1993 | 800 | - | - | 6.20 | 4,960.00 |
| Michael J. Moscato | Litigation Admitted 1982 | 785 | 426.30 | 334,645.50 | 710.70 | 557,899.50 |
| Daniel Lenihan | Corporate Admitted in 1982 | 785 | - | - | 1.80 | 1,413.00 |
| Jonathan J. Walsh | Litigation Admitted in 1999 | 740 | 350.80 | 259,592.00 | 392.40 | 290,376.00 |
| Theresa A. Foudy | Litigation Admitted 1994 | 730 | 473.80 | 345,874.00 | 1,563.00 | 1,140,990.00 |

| Name | Department and Year Admitted (NY) | Hourly Billing Rate | Fifth Interim Fee Period (9/1/13 – 12/17/13) | | Final Compensation Period (5/14/12 – 12/17/13) | |
|-------------------------|---|---------------------|--|------------------------------|--|------------------------------|
| | | | Total Hours Worked | Total Compensation Requested | Total Hours Worked | Total Compensation Requested |
| Michael A. Cohen | Restructuring and Insolvency Admitted 2000 | 730 | 126.50 | 92,345.00 | 373.40 | 272,582.00 |
| Thomas Laurer | Investment Management Admitted in 2001 | 635 | - | - | 26.10 | 16,573.50 |
| TOTAL PARTNERS | | | 1,877.20 | \$1,453,755.50 | 4,424.00 | \$3,412,091.00 |
| OF COUNSEL | | | | | | |
| Myles K. Bartley | Litigation Admitted in 1999 | \$635 | - | - | 50.30 | \$31,940.50 |
| Raymond T. Hum | Corporate Admitted in 2003 | 635 | - | - | 29.60 | 18,796.00 |
| Susan F. Pollack | Corporate Admitted in 1967 | 635 | - | - | 5.20 | 3,302.00 |
| Maryann Gallagher | Restructuring and Insolvency Admitted in 1988 | 625 | 453.10 | \$283,187.50 | 1,750.50 | 1,094,062.50 |
| TOTAL OF COUNSEL | | | 453.10 | \$283,187.50 | 1,835.60 | \$1,148,101.00 |
| ASSOCIATES | | | | | | |
| Dora Straus | Litigation Admitted in 2000 | \$600 | 9.70 | \$5,820.00 | 41.20 | \$24,720.00 |
| Douglas Glazer | Mergers & Acquisitions Admitted in 2006 | 600 | - | - | 79.60 | 47,760.00 |
| Ellen Tobin | Litigation Admitted in 2006 | 600 | 783.00 | \$469,800.00 | 1,264.70 | 758,820.00 |
| Jeffrey C. Berman | Litigation Admitted in 2006 | 600 | 408.30 | 244,980.00 | 817.40 | 490,440.00 |
| James V. Drew | Restructuring and Insolvency Admitted in 2002 | 590 | 12.20 | 7,198.00 | 80.10 | 47,259.00 |
| Andrew B. Zinman | Litigation Admitted in 1996 | 590 | - | - | 51.70 | 30,503.00 |
| Ryan C. Hansen | Investment Management Admitted in 2004 | 560 | - | - | 44.90 | 25,144.00 |
| Danny Phillips | Corporate Admitted in 2006 | 550 | 41.30 | 22,715.00 | 41.30 | 22,715.00 |
| Heather E. Saydah | Restructuring and Insolvency Admitted in 2010 | 550 | - | - | 37.20 | 20,460.00 |
| Susan E. Park | Litigation Admitted in 2000 | 520 | - | - | 140.50 | 73,060.00 |
| George E. Spencer | Litigation Admitted in 2008 | 520 | 30.50 | 15,860.00 | 171.00 | 88,920.00 |
| Daniel A. Bloom | Restructuring and Insolvency Admitted in 2009 | 480 | 618.40 | 296,832.00 | 1,812.50 | 870,000.00 |

| Name | Department and Year Admitted (NY) | Hourly Billing Rate | Fifth Interim Fee Period (9/1/13 – 12/17/13) | | Final Compensation Period (5/14/12 – 12/17/13) | |
|---------------------|---|---------------------|--|------------------------------|--|------------------------------|
| | | | Total Hours Worked | Total Compensation Requested | Total Hours Worked | Total Compensation Requested |
| Maria E. Stookey | Corporate Admitted in 2009 | 480 | - | - | 185.30 | 88,944.00 |
| Julia Mosse | Litigation Admitted in 2010 | 435 | 318.20 | 138,417.00 | 379.30 | 164,995.50 |
| Nicole Mazanitis | Litigation Admitted in 2011 | 435 | 86.50 | 37,627.50 | 86.50 | 37,627.50 |
| Peter J. Buenger | Restructuring and Insolvency Admitted in 2010 | 425 | 22.50 | 9,562.50 | 605.50 | 257,337.50 |
| J. Derek Mize | Litigation Admitted in 2009 | 425 | - | - | 168.90 | 71,782.50 |
| Joseph F. Clyne | Litigation Admitted in 1984 | 425 | - | - | 1.50 | 637.50 |
| A. Robert Dawes | Litigation Admitted in 2012 | 350 | - | - | 103.40 | 36,190.00 |
| Heather Hiznay* | Restructuring and Insolvency Admitted in 2011 | \$345 | 28.90 | \$9,970.50 | 174.70 | \$60,271.50 |
| Kevin A. Meehan | Litigation Admitted in 2009 | 375 | - | - | 119.30 | 44,737.50 |
| James E. Zimmer | Restructuring and Insolvency Admitted in 2011 | 345 | - | - | 231.30 | 79,798.50 |
| Martin O. Brown | Corporate Admitted in 2011 | 345 | - | - | 69.10 | 23,839.50 |
| Michael P. Jones | Litigation Admitted in 2013 | 305 | 466.10 | 142,160.50 | 733.20 | 223,626.00 |
| John T. Weber | Restructuring and Insolvency Admitted in 2013 | 305 | 476.70 | 145,393.50 | 1,027.90 | 313,509.50 |
| Bryan M. Kotliar | Restructuring and Insolvency Admitted in 2013 | 305 | 459.30 | 140,086.50 | 1,721.60 | 525,088.00 |
| Stephanie R. Morris | Litigation Admission Pending | 305 | - | - | 133.20 | 40,626.00 |
| Holly Sawyer | Corporate Admitted in 2013 | 305 | 17.80 | 5,429.00 | 66.00 | 20,130.00 |
| Pablo Ruiz | Corporate Admission Pending | 305 | 32.40 | 9,882.00 | 32.40 | 9,882.00 |

* In the course of preparing the Application, Curtis discovered that due to a minor and inadvertent billing error, five timekeepers' rates were increased by a small amount for the Third and Fourth Interim Fee Periods without the approval of the Debtors. This resulted in incremental fees charged to the Debtors in the amount of \$12,914. As a result, Curtis has reduced the amount of fees requested in the Application by \$12,914.

| Name | Department and Year Admitted (NY) | Hourly Billing Rate | Fifth Interim Fee Period (9/1/13 – 12/17/13) | | Final Compensation Period (5/14/12 – 12/17/13) | |
|--------------------------|--|---------------------|--|------------------------------|--|------------------------------|
| | | | Total Hours Worked | Total Compensation Requested | Total Hours Worked | Total Compensation Requested |
| Paisley Kadison | Corporate Admitted in 2013 | 305 | - | - | 61.90 | 18,879.50 |
| Alyssa Astiz | Litigation Admitted in 2013 | 305 | 27.80 | 8,479.00 | 27.80 | 8,479.00 |
| Benjamin Butterfield | Restructuring and Insolvency Admission Pending | 305 | 282.20 | 86,071.00 | 282.20 | 86,071.00 |
| Jamie Ogilvie | Corporate Not Admitted in New York | 300 | - | - | 39.10 | 11,730.00 |
| Ada Añon | Litigation Admitted in 2012 | 300 | 245.40 | 73,620.00 | 313.60 | 94,080.00 |
| Edward Combs* | Litigation Admitted in 2013 | \$290 | 735.90 | \$213,411.00 | 1,402.30 | \$406,667.00 |
| Michael Katoski | Corporate Admission Pending | 290 | - | - | 101.50 | 29,435.00 |
| Lauren Tauro | Restructuring and Insolvency Not Yet Admitted | 0 | - | - | 14.10 | 0.00 |
| TOTAL ASSOCIATES | | | 5,103.10 | \$2,083,315 | 12,663.70 | \$5,154,165.50 |
| PARAPROFESSIONALS | | | | | | |
| Karl Behrouz | Not Applicable | \$285 | - | - | 58.30 | \$16,615.50 |
| Victoria Atkinson | Not Applicable | 285 | - | - | 30.30 | 8,635.50 |
| Neal Goodman | Not Applicable | 260 | 22.60 | \$5,876.00 | 29.40 | 7,644.00 |
| Franklin R. Guenthner | Not Applicable | 235 | 57.70 | 13,559.50 | 89.40 | 21,009.00 |
| Farai Chidavaenzi | Not Applicable | 235 | 4.00 | 940.00 | 5.50 | 1,292.50 |
| Noah Gardy | Not Applicable | 235 | 37.40 | 8,789.00 | 37.40 | 8,789.00 |
| Brittany Patane | Not Applicable | 235 | - | - | 7.40 | 1,739.00 |
| Sheyla Soriano | Not Applicable | 235 | - | - | 48.10 | 11,303.50 |
| Susan Kindya-Culley | Not Applicable | 230 | 1.90 | 437.00 | 66.70 | 15,341.00 |
| Georgia Faust* | Not Applicable | 230 | 4.80 | 1,104.00 | 145.40 | 33,442.00 |
| Katarina Mantell | Not Applicable | 230 | - | - | 11.70 | 2,691.00 |
| Alana Dreiman | Not Applicable | 230 | - | - | 144.60 | 33,258.00 |
| Melissa Rutman* | Not Applicable | 230 | - | - | 30.00 | 6,900.00 |
| Rebecca Srulowitz* | Not Applicable | 230 | - | - | 32.10 | 7,383.00 |
| Stephanie Morales | Not Applicable | 220 | - | - | 7.70 | 1,694.00 |
| Hesel Toyjanova | Not Applicable | 220 | 4.00 | 880.00 | 4.00 | 880.00 |
| Timothy Cramton | Not Applicable | 210 | - | - | 3.00 | 630.00 |
| Jorge Alcantar | Not Applicable | 210 | 4.00 | 840.00 | 4.00 | 840.00 |
| Kristine Kim | Not Applicable | 210 | 14.50 | 3,045.00 | 26.00 | 5,460.00 |
| Simon Hall | Not Applicable | 210 | - | - | 1.70 | 357.00 |
| Ashley Baldwin-Hunter | Not Applicable | 210 | 23.30 | 4,893.00 | 23.30 | 4,893.00 |
| Samuel Ballard | Not Applicable | 200 | 400.00 | 80,000.00 | 414.30 | 82,860.00 |

| Name | Department and Year Admitted (NY) | Hourly Billing Rate | Fifth Interim Fee Period (9/1/13 – 12/17/13) | | Final Compensation Period (5/14/12 – 12/17/13) | |
|--|-----------------------------------|---------------------|--|------------------------------|--|------------------------------|
| | | | Total Hours Worked | Total Compensation Requested | Total Hours Worked | Total Compensation Requested |
| Michael Malavarca | Not Applicable | 200 | 6.20 | 1,240.00 | 8.00 | 1,600.00 |
| Julia Gumper | Not Applicable | 190 | - | - | 4.00 | 760.00 |
| Kevin Zanin | Not Applicable | 180 | - | - | 3.40 | 612.00 |
| Roberto Santamarina | Not Applicable | 165 | - | - | 1.70 | 280.50 |
| Bryent Battle | Not Applicable | 165 | 1.50 | 247.50 | 1.50 | 247.50 |
| TOTAL PARAPROFESSIONALS | | | 581.90 | \$121,851.00 | 1,238.90 | \$277,157.00 |
| SUBTOTAL | | | 8,015.30 | \$3,942,109.00 | 20,162.20 | \$9,991,514.50 |
| LESS MISCELLANEOUS REDUCTION | | | N/A | N/A | N/A | \$5,000.00 |
| SUBTOTAL | | | 8,015.30 | \$3,942,109.00 | 20,162.20 | \$9,986,514.50 |
| LESS U.S. TRUSTEE & COURT REDUCTIONS⁵ | | | N/A | N/A | N/A | \$28,743.70 |
| LESS ACCOMMODATION AT REQUEST OF LIQUIDATING TRUST & U.S. TRUSTEE | | | N/A | N/A | N/A | \$110,000.00 |
| TOTAL | | | 8,015.30 | \$3,941,109.00 | 20,162.20 | \$9,847,770.80 |

⁵ As further detailed in the Application, Curtis previously reduced its fee requests in the aggregate amount of \$28,743.70 to resolve objections by the U.S. Trustee to its Prior Interim Fee Applications (as defined in the Application).

Amended Exhibit E

**In re: RESIDENTIAL CAPITAL, LLC, *et al.*
CHAPTER 11
CASE NO. 12-12020**

**Summary of Fees and Expenses Billed by Subject Matter
During the Compensation Period
(May 14, 2012 Through and Including December 17, 2013)**

| Matter Number | Matter Description | Total Billed Hours | Total Fees Requested | Total Expenses Requested | Total Compensation |
|--|---|--------------------|-----------------------|--------------------------|------------------------|
| 100 | Case Administration | 450.00 | \$242,312.00 | \$12,770.59 | \$255,082.59 |
| 200 | General Corporate Matter | 1.80 | 1,413.00 | 0.00 | 1,413.00 |
| 210 | Asset Analysis, Sales and Recoveries | 507.80 | 256,760.00 | 738.00 | 257,498.00 |
| 220 | Cash Collateral, DIP and other Financing | 3.60 | 1,814.00 | 0.00 | 1,814.00 |
| 300 | General Claims and Equity Matter | 3.90 | 1,683.00 | 49.50 | 1,732.50 |
| 320 | Claims Administration and Objections | 912.20 | 500,021.50 | 1,111.31 | 501,132.81 |
| 330 | Contracts/Leases Assumption and Rejection | 3.90 | 2,340.50 | 0.00 | 2,340.50 |
| 340 | JSN Doc Review | 2,165.90 | 864,650.00 | 278.42 | 864,928.42 |
| 350 | Hearings and Court Matters | 101.40 | 67,789.00 | 60.20 | 67,849.20 |
| 400 | General Litigation Matters | 4,106.10 | 2,114,278.00 | 3,656.31 | 2,117,934.31 |
| 410 | Adversary Proceedings and Contested Matters | 6,962.40 | 3,404,774.50 | 18,827.34 | 3,423,601.84 |
| 430 | Automatic Stay/Adequate Protection Matters | 235.10 | 137,189.00 | 64.50 | 137,253.50 |
| 500 | Plan and Disclosure Statements | 4,263.20 | 2,206,941.00 | 14,092.86 | 2,221,033.86 |
| 700 | Curtis Retention/Billing/Fee Applications | 444.90 | 189,549.00 | 2,345.03 | 191,894.03 |
| SUBTOTAL | | 20,162.20 | \$9,991,514.50 | \$53,994.06 | \$10,045,508.56 |
| LESS MISCELLANEOUS REDUCTIONS | | N/A | \$5,000 | \$3.12 | \$5,003.12 |
| SUBTOTAL | | 20,162.20 | \$9,986,514.50 | \$53,990.94 | \$10,040,505.44 |
| LESS U.S. TRUSTEE & COURT REDUCTIONS¹ | | N/A | \$28,743.70 | N/A | \$28,743.70 |
| LESS ACCOMMODATION AT REQUEST OF LIQUIDATING TRUST & U.S. TRUSTEE | | | \$110,000.00 | | \$110,000.00 |
| TOTAL | | 20,162.20 | \$9,847,770.80 | \$53,990.94 | \$9,901,761.74 |

¹ Curtis previously reduced its fee requests in the aggregate amount of \$28,743.70 to resolve objections by the U.S. Trustee to its Prior Interim Fee Applications (as defined in the Application).

Amended Exhibit F

**In re: RESIDENTIAL CAPITAL, LLC, *et al.*
CHAPTER 11
CASE NO. 12-12020**

**Summary of Hours Billed by Professionals and Paraprofessionals
During the Compensation Period
(May 14, 2012 Through and Including December 17, 2013)**

| Name | Department and Year Admitted (NY) | Hourly Billing Rate | Total Hours Worked | Total Compensation Requested |
|-------------------------|--|---------------------|--------------------|------------------------------|
| PARTNERS | | | | |
| Jacques Semmelman | Litigation Admitted in 1984 | \$860 | 254.70 | \$219,042.00 |
| Steven J. Reisman | Restructuring and Insolvency Admitted in 1991 | 830 | 990.70 | 822,281.00 |
| Turner P. Smith | Litigation Admitted in 1981 | 830 | 65.80 | 54,614.00 |
| Valarie A. Hing | Corporate Admitted in 1994 | 800 | 39.20 | 31,360.00 |
| Andrew H. Seiden | Corporate Admitted in 1993 | 800 | 6.20 | 4,960.00 |
| Michael J. Moscato | Litigation Admitted in 1982 | 785 | 710.70 | 557,899.50 |
| Daniel Lenihan | Corporate Admitted in 1982 | 785 | 1.80 | 1,413.00 |
| Jonathan J. Walsh | Litigation Admitted in 1999 | 740 | 392.40 | 290,376.00 |
| Theresa A. Foudy | Litigation Admitted in 1994 | 730 | 1,563.00 | 1,140,990.00 |
| Michael A. Cohen | Restructuring and Insolvency Admitted in 2000 | 730 | 373.40 | 272,582.00 |
| Thomas Laurer | Investment Management Admitted in 2001 | 635 | 26.10 | 16,573.50 |
| TOTAL PARTNERS | | | 4,424.00 | \$3,412,091.00 |
| OF COUNSEL | | | | |
| Myles K. Bartley | Litigation Admitted in 1999 | \$635 | 50.30 | \$31,940.50 |
| Raymond T. Hum | Corporate Admitted in 2003 | 635 | 29.60 | 18,796.00 |
| Susan F. Pollack | Corporate Admitted in 1967 | 635 | 5.20 | 3,302.00 |
| Maryann Gallagher | Restructuring and Insolvency Admitted in 1988 | 625 | 1,750.50 | 1,094,062.50 |
| TOTAL OF COUNSEL | | | 1,835.60 | \$1,148,101.00 |

| Name | Department and Year Admitted (NY) | Hourly Billing Rate | Total Hours Worked | Total Compensation Requested |
|-------------------|--|---------------------|--------------------|------------------------------|
| ASSOCIATES | | | | |
| Dora Straus | Litigation Admitted in 2000 | \$600 | 41.20 | \$24,720.00 |
| Douglas Glazer | Mergers & Acquisitions Admitted in 2006 | 600 | 79.60 | 47,760.00 |
| Ellen Tobin | Litigation Admitted in 2006 | 600 | 1,264.70 | 758,820.00 |
| Jeffrey C. Berman | Litigation Admitted in 2006 | 600 | 817.40 | 490,440.00 |
| James V. Drew | Restructuring and Insolvency Admitted in 2002 | 590 | 80.10 | 47,259.00 |
| Andrew B. Zinman | Litigation Admitted in 1996 | 590 | 51.70 | 30,503.00 |
| Ryan C. Hansen | Investment Management Admitted in 2004 | 560 | 44.90 | 25,144.00 |
| Heather E. Saydah | Restructuring and Insolvency Admitted in 2010 | 550 | 37.20 | 20,460.00 |
| Danny Phillips | Corporate Admitted in 2006 | 550 | 41.30 | 22,715.00 |
| Susan E. Park | Litigation Admitted in 2000 | 520 | 140.50 | 73,060.00 |
| George E. Spencer | Litigation Admitted in 2008 | 520 | 171.00 | 88,920.00 |
| Daniel A. Bloom | Restructuring and Insolvency Admitted in 2009 | 480 | 1,812.50 | 870,000.00 |
| Maria E. Stookey | Corporate Admitted in 2009 | 480 | 185.30 | 88,944.00 |
| Julia B. Mosse | Litigation Admitted in 2010 | 435 | 379.30 | 164,995.50 |
| Nicole Manzanitis | Litigation Admitted in 2011 | 435 | 86.50 | 37,627.50 |
| Peter J. Buenger | Restructuring and Insolvency Admitted in 2010 | 425 | 605.50 | 257,337.50 |
| J. Derek Mize | Litigation Admitted in 2009 | 425 | 168.90 | 71,782.50 |
| Joseph F. Clyne | Litigation Admitted in 1984 | 425 | 1.50 | 637.50 |
| A. Robert Dawes | Litigation Admitted in 2012 | 350 | 103.40 | 36,190.00 |

| Name | Department and Year Admitted (NY) | Hourly Billing Rate | Total Hours Worked | Total Compensation Requested |
|----------------------|--|---------------------|--------------------|------------------------------|
| Heather Hiznay* | Restructuring and Insolvency Admitted in 2011 | \$345 | 174.70 | \$60,271.50 |
| Kevin A. Meehan | Litigation Admitted in 2009 | 375 | 119.30 | 44,737.50 |
| James E. Zimmer | Restructuring and Insolvency Admitted in 2011 | 345 | 231.30 | 79,798.50 |
| Martin O. Brown | Corporate Admitted in 2011 | 345 | 69.10 | 23,839.50 |
| Michael P. Jones | Litigation Admitted in 2013 | 305 | 733.20 | 223,626.00 |
| John T. Weber | Restructuring and Insolvency Admitted in 2013 | 305 | 1,027.90 | 313,509.50 |
| Bryan M. Kotliar | Restructuring and Insolvency Admitted in 2013 | 305 | 1,721.60 | 525,088.00 |
| Stephanie R. Morris | Litigation Admission Pending | 305 | 133.20 | 40,626.00 |
| Holly Sawyer | Corporate Admission Pending | 305 | 66.00 | 20,130.00 |
| Pablo Ruiz | Corporate Admission Pending | 305 | 32.40 | 9,882.00 |
| Paisley Kadison | Corporate Admitted in 2013 | 305 | 61.90 | 18,879.50 |
| Alyssa Astiz | Litigation Admitted in 2013 | 305 | 27.80 | 8,479.00 |
| Benjamin Butterfield | Restructuring and Insolvency Admission Pending | 305 | 282.20 | 86,071.00 |
| Jamie Ogilvie | Corporate Not Admitted in New York | 300 | 39.10 | 11,730.00 |
| Ada Añon | Litigation Admitted in 2012 | 300 | 313.60 | 94,080.00 |
| Edward Combs* | Litigation Admitted in 2013 | 290 | 1,402.30 | 406,667.00 |
| Michael Katoski | Corporate Admission Pending | 290 | 101.50 | 29,435.00 |
| Lauren Tauro | Restructuring and Insolvency Not Yet Admitted | 0 | 14.10 | 0.00 |

* In the course of preparing the Application, Curtis discovered that due to a minor and inadvertent billing error, five timekeepers' rates were increased by a small amount for the Third and Fourth Interim Fee Periods without the approval of the Debtors. This resulted in incremental fees charged to the Debtors in the amount of \$12,914. As a result, Curtis has reduced the amount of fees requested in the Application by \$12,914.

| Name | Department and Year Admitted (NY) | Hourly Billing Rate | Total Hours Worked | Total Compensation Requested |
|--|-----------------------------------|---------------------|--------------------|------------------------------|
| TOTAL ASSOCIATES | | | 12,663.70 | \$5,154,165.50 |
| PARAPROFESSIONALS | | | | |
| Karl Behrouz | Not Applicable | \$285 | 58.30 | \$16,615.50 |
| Victoria Atkinson | Not Applicable | 285 | 30.30 | 8,635.50 |
| Neal Goodman | Not Applicable | 260 | 29.40 | 7,644.00 |
| Franklin R. Guenthner | Not Applicable | 235 | 89.40 | 21,009.00 |
| Farai Chidavaenzi | Not Applicable | 235 | 5.50 | 1,292.50 |
| Noah Gardy | Not Applicable | 235 | 37.40 | 8,789.00 |
| Brittany Patane | Not Applicable | 235 | 7.40 | 1,739.00 |
| Sheyla Soriano | Not Applicable | 235 | 48.10 | 11,303.50 |
| Susan Kindya-Culley | Not Applicable | 230 | 66.70 | 15,341.00 |
| Georgia Faust* | Not Applicable | 230 | 145.40 | 33,442.00 |
| Katarina Mantell | Not Applicable | 230 | 11.70 | 2,691.00 |
| Alana Dreiman | Not Applicable | 230 | 144.60 | 33,258.00 |
| Melissa Rutman* | Not Applicable | 230 | 30.00 | 6,900.00 |
| Rebecca Srulowitz* | Not Applicable | 230 | 32.10 | 7,383.00 |
| Stephanie Morales | Not Applicable | 220 | 7.70 | 1,694.00 |
| Hesel Toyjanova | Not Applicable | 220 | 4.00 | 880.00 |
| Timothy Cramton | Not Applicable | 210 | 3.00 | 630.00 |
| Jorge Alcantar | Not Applicable | 210 | 4.00 | 840.00 |
| Kristine Kim | Not Applicable | 210 | 26.00 | 5,460.00 |
| Simon Hall | Not Applicable | 210 | 1.70 | 357.00 |
| Ashley Baldwin-Hunter | Not Applicable | 210 | 23.30 | 4,893.00 |
| Samuel Ballard | Not Applicable | 200 | 414.30 | 82,860.00 |
| Michael Malavarca | Not Applicable | 200 | 8.00 | 1,600.00 |
| Julia Gumpper | Not Applicable | 190 | 4.00 | 760.00 |
| Kevin Zanin | Not Applicable | 180 | 3.40 | 612.00 |
| Roberto Santamarina | Not Applicable | 165 | 1.70 | 280.50 |
| Bryent Battle | Not Applicable | 165 | 1.50 | 247.50 |
| TOTAL PARAPROFESSIONALS | | | 1,238.90 | \$277,157.00 |
| SUBTOTAL | | | 20,162.20 | \$9,991,514.50 |
| LESS MISCELLANEOUS REDUCTION | | | N/A | \$5,000.00 |
| SUBTOTAL | | | 20,162.20 | \$9,986,514.50 |
| LESS U.S. TRUSTEE & COURT REDUCTIONS¹ | | | N/A | \$28,743.70 |
| LESS ACCOMMODATION AT REQUEST OF LIQUIDATING TRUST & U.S. TRUSTEE | | | N/A | \$110,000.00 |
| TOTAL | | | 20,162.20 | \$9,847,770.80 |

¹ Curtis previously reduced its fee requests in the aggregate amount of \$28,743.70 to resolve objections by the U.S. Trustee to its Prior Interim Fee Applications (as defined in the Application).

| | |
|---|-----------------------|
| Total Billed Hours for Attorneys | 18,923.30 |
| Total Billed Hours for Paraprofessionals | 1,238.90 |
| Total Billed Hours..... | 20,162.20 |
| Total Fees Previously Requested | \$9,957,770.80 |
| Total Fees Currently Requested | \$9,847,770.80 |
| Blended Rate for Attorneys and Paraprofessionals..... | \$495.31 |
| Blended Rate for Attorneys..... | \$513.35 |